



85 7th Place East, Suite 500
St. Paul, Minnesota 55101-2198
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651.296.4026 FAX 651.297.1959
An equal opportunity employer

March 20, 2012

TAMARA L HARMON
WINMARK CORPORATION
605 HIGHWAY 169 NORTH SUITE 400
MINNEAPOLIS, MN 55441

Re: F-2718
WINMARK CORPORATION
ONCE UPON A CHILD

Dear Ms. Harmon:

The Annual Report has been reviewed and is in compliance with Minnesota Statute Chapter 80C and Minnesota Rules Chapter 2860.

This means that there continues to be an effective registration statement on file and that the franchisor may offer and sell the above-referenced franchise in Minnesota.

The franchisor is not required to escrow franchise fees, post a Franchise Surety Bond or defer receipt of franchise fees during this registration period.

As a reminder, the next annual report is due within 120 days after the franchisor's fiscal year end, which is December 31, 2012.

Sincerely,

MIKE ROTHMAN
Commissioner

By:

Daniel Sexton
Commerce Analyst Supervisor
Registration Division
(651) 296-4520

MR:DES:dlw

F-2718

STATE OF MINNESOTA
DEPARTMENT OF COMMERCE
REGISTRATION DIVISION
(651) 296-4520

IN THE MATTER OF THE REGISTRATION OF:
ONCE UPON A CHILD
By WINMARK CORPORATION

ORDER AMENDING
REGISTRATION

WHEREAS, an application to amend the registration and amendment fee have been filed,

IT IS HEREBY ORDERED that the registration dated February 25, 1993, is amended as of the date set forth below.



MIKE ROTHMAN
Commissioner
Department of Commerce
85 7th Place East, Suite 500
St Paul, MN 55101

Date: March 20, 2012



UNIFORM FRANCHISE REGISTRATION APPLICATION

File No. F-2718

State: MINNESOTA

Fee: \$300.00

APPLICATION FOR (Check one only):

- INITIAL REGISTRATION OF AN OFFER OR SALE OF FRANCHISES
- RENEWAL APPLICATION OR ANNUAL REPORT
- PRE-EFFECTIVE AMENDMENT
- POST-EFFECTIVE MATERIAL AMENDMENT

1. Full legal name of Franchisor:

Winmark Corporation

2. Name of the franchise offering:

Once Upon A Child® (The Company also does business under Play It Again Sports®, Music Go Round® and Plato's Closet® which are subjects of separate Offering Circulars)

3. Franchisor's principal business address:

605 Highway 169 N., Suite 400
Minneapolis, Minnesota 55441

4. Name and address of Franchisor's agent in this State authorized to receive service of process:

Any Officer or Director
Winmark Corporation
605 Highway 169 N., Suite 400
Minneapolis, MN 55441

5. The states in which this application is or will be shortly on file:

California, Hawaii, Illinois, Indiana, Maryland, Minnesota, New York, North Dakota, Rhode Island, South Dakota, Virginia, Washington and Wisconsin

6. Name, address, telephone and facsimile numbers, and e-mail address of person to whom communications regarding this application should be directed:

Tamara L. Harmon
Manager of Franchise Legal Compliance
Winmark Corporation
605 Highway 169 N., Suite 400
Minneapolis, Minnesota 55441
E-mail: tharmon@winmarkcorporation.com

Telephone: (763) 520-8422
Fax: (763) 520-8410

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A/h Amund
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